

# **40Plus of Greater Washington By-Laws**

## **ARTICLE I ORGANIZATION STATUS**

### **SECTION 1.01 *General***

40Plus of Greater Washington (“40Plus”) is a 501(c)(3) nonprofit organization incorporated in the District of Columbia. Its mission is to facilitate and support career transitions for business and professional people, ages 40 and older, through training, volunteer experience, networking, and support groups.

### **SECTION 1.02 *Fiscal Constraints***

All revenue is exclusively for the operation and management of the organization. A reserve fund will be maintained to ensure continuous operation. The Board will determine the minimum amount required in the reserve fund at any given time.

## **ARTICLE II OFFICES AND REGISTERED AGENT**

### **SECTION 2.01 *Offices***

The principal office of the Corporation shall be located within or without the District of Columbia at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places within or without the District of Columbia as the Board of Directors may designate.

### **SECTION 2.02. *Registered Agent***

The Corporation shall designate a person to serve as the registered agent for the District of Columbia. The Board of Directors may change the person designated as the registered agent from time to time.

## **ARTICLE III MEMBERS**

### **SECTION 3.01. *No Members of the Corporation.***

The Corporation shall not have any members.

## **Article III: Program Fees**

### **SECTION 3.01 *Fee Schedules***

All fees and payment schedules are recommended by the Operations Council and approved by the Board of Directors. The Board may authorize the Operations Council to establish certain fees without Board approval.

## **Article IV: 40Plus Officers**

### **SECTION 4.01 *Position Titles***

The officers of 40Plus are:

Board of Directors:

1. Chair(person)
2. Char-Elect
3. Treasurer
4. Secretary

Operations Council:

5. Executive Director
6. Other officers as designated by the Executive Director.

### **SECTION 4.02 *Chair of the Board***

B1. The Board Chair presides over all Board meetings and membership meetings.

B2. The Board Chair has all the powers, duties and responsibilities normally associated with the position of Board Chair. The Board Chair may designate another director to lead meetings in their absence and may otherwise designate other directors to act on his/her behalf.

### **SECTION 4.03 *Chair-Elect***

4.03 a. In the absence of the Chair, the Chair-Elect will preside over Board meetings. 4.03 b.

The Chair Elect will assume the role of Chair at the beginning of the following year.

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### **SECTION 4.04 *Treasurer***

a. The Treasurer maintains the financial records of 40Plus, oversees all funds held in the name of 40Plus in any depositories, and has signature authority on all financial accounts of the organization. The Treasurer will exercise fiscally prudent judgment in all financial matters, in keeping with the fiduciary responsibilities incumbent of the position.

b. The Treasurer presents a complete record of 40Plus financial activities, including a Statement of Activities and a Balance Sheet, for each fiscal year at the annual meeting.

c. The Treasurer presents such financial information at all Board meetings as requested by the Chair.

d. Once a year, at a time determined by the Board of Directors, the Treasurer presents a fiscal-year Operations budget for the approval of the Board of Directors.

e. The Treasurer shall arrange for audits by an outside resource, subject to Board approval, as required by law, regulations, or a financial institution.

### **SECTION 4.05 *Secretary***

a. The Secretary is responsible for documenting and publishing meeting minutes for each Board and membership meeting, as well as maintaining the historical records of all Board correspondence and meeting documentation.

b. The Secretary directs the management of all membership records, sends notices of all meetings of the membership and Board of Directors, and oversees other matters and correspondence as may be authorized by the Board of Directors.

### **SECTION 4.06 *Executive Director***

a. The Executive Director is the Executive Director and organizational leader of 40Plus, and has all the powers, duties and responsibilities normally associated with the position. He/she is the senior member of the Operations Council, and also presides over its meetings.

b. The Board of Directors elects the Executive Director. The Executive Director can be removed from office with a majority vote of the Board of Directors.

c. The Executive Director serves a maximum initial term of one year and may be

eligible for election to additional terms in accordance with the provisions of these by-laws.

d. The Executive Director has signature authority on all financial accounts, and the authority to approve payment for services, except those made to him/herself.

e. The Executive Director has authority to organize the Operations Council and create, fill, or remove subordinate Operations Council officer positions as he/she believes will be effective in pursuing 40Plus's goals.

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## **Article V: Board of Directors**

### **SECTION 5.01 *Role***

The Board of Directors is responsible for providing overall policy, strategic direction, and guidance to the Operations Council to ensure the proper operation and financial health of 40Plus.

### **SECTION 5.02 *Board Structure***

a. The Board consists of not less than 11 or more than 15 members, with at least 2 (including the Executive Director) members from the Operations Council.

b. Board members who are not Operations Council members serve as Directors for two year terms. A Director may serve up to three consecutive terms for a total of six years.

c. The Executive Director serves as a Director of the Board throughout his/her time in the Executive Director position and has Director voting rights. Other Operations Council members may be elected by the Board to serve as Directors as provided above. Such Operations Council members also have Director voting rights but may not serve on the Board for more than six years.

d. The Director positions are staggered such that one-half of the total positions are eligible for election each year.

e. If a Director position is vacated during the person's term, the Board may elect to fill that position with an individual of its choosing for the rest of the term.

### **SECTION 5.03 *Board Operations***

a. All Board Directors are voting members of the Board.

b. Decisions by the Board require a simple majority vote. Voting may be conducted at meetings, by email, or by other means that reliably provide Directors with adequate notice and the opportunity to consider or discuss an issue if necessary, before taking a vote. A quorum for meetings is a majority of the Directors.

c. Each year, following the annual meeting, the Board shall elect Directors to fill these

40Plus officer positions:

- Chair(person)
- Chair-Elect
- Treasurer
- Secretary

The Secretary and Treasurer may be the same Director. An individual may fill an officer position for up to three one-year terms.

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d. The Board meets at least quarterly. The Board Chair notifies members of meetings at least five days in advance via email or postal mail. Approved minutes of Board meetings will be made available to any voting member in good standing upon request to the Board Secretary or a member of the Operations Council.

e. The Board may vote to remove any Director who misses two consecutive meetings without explanation or prior permission from the Chair. Any Director may resign from the Board at any time by delivering a written notice of resignation to the Board of Directors and the acceptance of the resignation, unless required by its terms, shall not be necessary to make such resignation effective.

f. 40Plus will maintain appropriate professional liability insurance policies to indemnify Directors and Officers to the fullest extent of the law from legal claims made against the organization and/or covered individuals. The Board will determine appropriate coverage limits and provisions in obtaining such insurance.

g. No Director entitled to vote at a meeting of the Board of Directors may authorize another person or persons to act for him/her by proxy. An affirmative majority vote of the Board of Directors shall be required in the following circumstances:

- amendment of these by-laws;
- removal of a Director or Officer;
- hiring or dismissal of an Executive Director;
- purchase, sale, mortgage, lease or other disposition of real property or other assets constituting all or substantially all of the Corporation's assets; and
- dissolution of the Corporation.

h. With the agreement of the Board, any one or more Directors or members of any committee of the Board of Directors may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or other communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

#### **SECTION 5.04 Annual and Regular Meetings.**

a. The Corporation shall hold an annual meeting of its Board of Directors for the election of directors and officers and the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at such place and at such time as determined by the Board of Directors. The Corporation may hold other regular meetings at such times as are affixed by the Board of Directors. Unless the Articles of Incorporation, the Nonprofit Code or these Bylaws provide otherwise, any business may be considered at the annual or any other regular meeting without such business having been specified in the notice for such meeting. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

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**b. Special Meetings.** The Chair or any two (2) directors may call a special meeting of the Board of Directors at any time. Unless the Articles of Incorporation, the Nonprofit Code or these Bylaws provide otherwise, any business may be considered at any special meeting without such business having been specified in the notice for such meeting. A special meeting of the Board of Directors shall be held on such date and at such place as shall be designated in the notice for such meeting.

**c. Notice of Meeting.** The Secretary or such person's designee shall give notice to each director of each meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to the director, left at the director's residence or usual place of business, or sent by facsimile or e-mail, at least 48 hours before the time of the meeting or, in the alternative, by U.S. mail to the director's address as it shall appear on the records of the Corporation, at least seven (7) days before the time of the meeting. Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending solely for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

**d. Action by Directors.** Unless the Articles of Incorporation, the Nonprofit Code or these Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall constitute action of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

**e. Action by Written Consent.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a unanimous written consent which sets forth the action to be taken is signed by each director of the Board of Directors and filed with the minutes of proceedings of the Board of Directors.

**f. Meeting by Conference Telephone.** Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear one another, speak, and vote on any matters put before the Board. Participation in a meeting by these means constitutes presence in person at a meeting.

**g. Compensation.** The Corporation shall not pay any compensation to any director for services rendered to the Corporation as a director, except that director may be reimbursed for expenses incurred in the performance of his or her duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board of Directors. A director who serves the Corporation in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

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**h. Attendance at Meetings.** If any director has three (3) or more unexcused absences from regular meetings (which may include an annual meeting) in any twelve-month period, such absences shall constitute a resignation from the Board of Directors by such director.

#### **SECTION 5.05 Board Authority**

The Board of Directors has the responsibility and authority to:

1. Change the principal offices of 40Plus.
2. Set the required level of financial reserves.
3. Select the depository and investment vehicles for the reserves and Operations cash. 4. Authorize and approve payment for services performed by the Executive Director or other Operations Council staff.
5. Assign additional signature authority required for funds disbursement.
6. Set the rules for membership and classes of membership.
7. Authorize the Operations Council to establish certain, fees and payment schedules without Board approval.
8. Approve all fees and payment schedules not previously delegated to the Operations Council.
9. Define the complement of core services available to 40Plus Active, Alumni and Associate members at no additional cost.
10. Approve the date, time, and location of the annual meeting.
11. Elect the Executive Director.
12. Perform any other action necessary for the stability and viability of 40Plus.

#### **SECTION 5.06 Special Committees**

The Board of Directors may create and elect one or more committees to perform duties at the discretion of the Board and, in some circumstances, act with the full authority of the Board. The

Board will determine the quorum required for such committees. At the Board's discretion, special committees may include persons who are not Directors of the Board.

*Nominating committee.* The Board will form a nominating committee each year. The nominating committee is responsible for describing the available seats on the Board, the eligibility criteria for nomination to such seats, the process by which candidates are nominated and elected to the Board, and for communicating this information to the general voting membership each year at least thirty (30) days prior to the annual meeting.

#### **SECTION 5.07 *Conflict of Interest***

Any Board member will disclose to the Board and recuse him/herself from discussion and voting on, any issue of 40Plus business, the outcome of which could directly impact their personal or professional interests.

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### **Article VI: Operations Council**

#### **SECTION 6.01 *Role***

The Operations Council is responsible for ensuring the daily operations and financial stability of 40Plus, as guided by the policies and strategic direction of the Board of Directors.

#### **SECTION 6.02 *Members***

The Executive Director is responsible for organizing and managing the membership of the Operations Council.

#### **Section 6.03 *Operations Procedures***

- a. The Operations Council meets weekly under the leadership of the Executive Director.
- b. The Operations Council makes decisions with a simple majority vote.
- c. A quorum of two-thirds (2/3) of the current membership of the Council is required at a meeting for official decision-making.
- d. The Operations Council has the authority to:
  - Supervise and approve expenditures.
  - Maintain facilities, equipment, and supplies.
  - Recommend policies, policy changes to the Board of Directors.
  - Recommend candidates for appropriate seats on the Board of Directors.
  - Perform any other action necessary for the stability, viability, and integrity of 40Plus that does not compromise the authority of the Board of Directors.



#### **Section 6.04 Conflict of Interest**

Any Operations Council member will disclose to the Council and recuse him/herself from discussion and voting on, any issue of 40Plus business, the outcome of which could directly impact their personal or professional interests.

### **Article VII: Parliamentary Procedures**

#### **SECTION 7.01 *Robert's Rules of Order***

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, govern 40Plus in all cases to which they are applicable and are consistent with these by-laws and District of Columbia Code governing 501(c)(3) organizations.

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### **Article VIII: Prohibited Activities**

#### **SECTION 8.01 *Political and Lobbying Activities***

a. No more than 10 percent of the 40Plus budget (or as dictated by governing nonprofit regulation) can be devoted to governmental, political, or ideological propaganda or related activities, or otherwise attempting to influence legislation.

b. 40Plus cannot participate in or intervene in any political campaign on behalf of any candidate for public office. This includes the publication or distribution of statements in or outside of 40Plus meetings. Individual members who participate in political activities on their own time may not suggest in any way that they are representing 40Plus.

#### **SECTION 8.02 *Section 501(c)(3) or (c)(4) Requirements***

Notwithstanding any other provision of these by-laws, 40Plus is prohibited from conducting any activities not permitted by an organization exempt under Section 501(c)(3) or (c)(4) of the Internal Revenue Code, or by an organization contribution to which are deductible under Section 170(c)(2) of such Code and Regulations, as they now exist or as they may hereafter be amended.

### **Article IX: Dissolution of 40Plus**

#### **SECTION 9. 01 *Dissolution Authority***

40Plus may be dissolved by a vote of a majority of Board members.

#### **SECTION 9.02 *Distribution of Assets***

Upon the dissolution of 40Plus, its assets remaining after payment, or provision for payment, of

all debts and liabilities shall be distributed exclusively to nonprofit organizations, or to public or private foundations organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended.

## **ARTICLE X MISCELLANEOUS**

### **SECTION 10.01. *Maintenance of Tax-Exempt Status.***

The Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as

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shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

### **SECTION 10.02. *Fiscal Year.***

The fiscal year of the Corporation shall be the twelve-calendar month period ending December 31 in each year, unless otherwise provided by the Board of Directors.

### **SECTION 10.03. *Corporate Seal.***

The Board of Directors shall provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

### **SECTION 10.04. *Voting Upon Shares in Other Corporations.***

The Chair, the Treasurer or Executive Director or a proxy appointed by any of them, may vote stock of other corporations or associations registered in the name of the Corporation. The Board of Directors, however, may appoint by resolution some other person to vote such shares, in which case

such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

**SECTION 10.05. *Execution of Documents.***

A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

**SECTION 10.06. *Checks, Drafts, Etc.***

All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, including any banking resolution, be signed by either the Executive Director, the Treasurer or the Chair, or by the designees of either the Executive Director, the Treasurer or the Chair; provided, however, that each designee shall be approved in advance by the Board of Directors, which may impose additional limitations on such re-delegated authority.

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**SECTION 10.07. *Amendments.***

The Board of Directors shall have the power to amend these Bylaws by the affirmative vote of two thirds of the members of the Board of Directors then serving, provided written notice of such action shall have been given with the notice of the meeting of the Board of Directors at least 10 days prior to such vote.

Approved:

Amended: March 2017

November 2021

